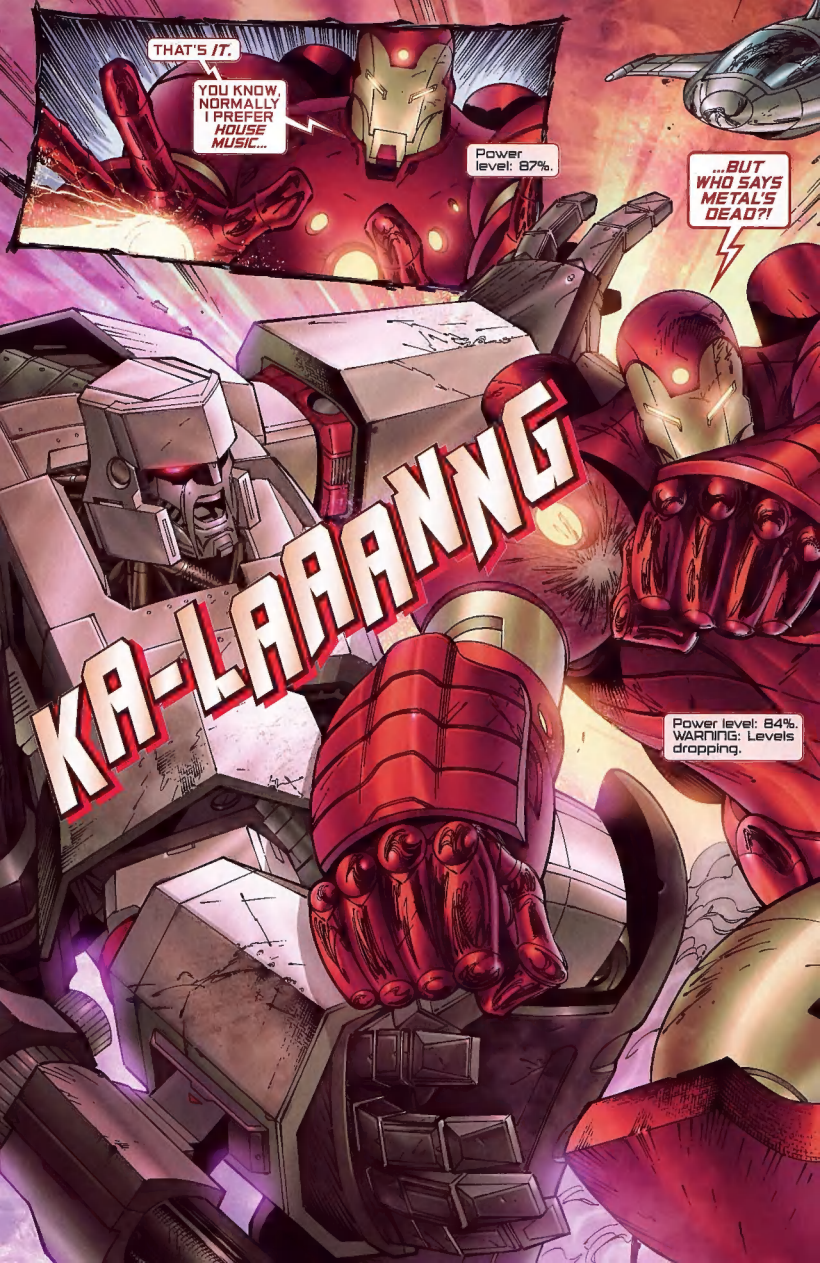
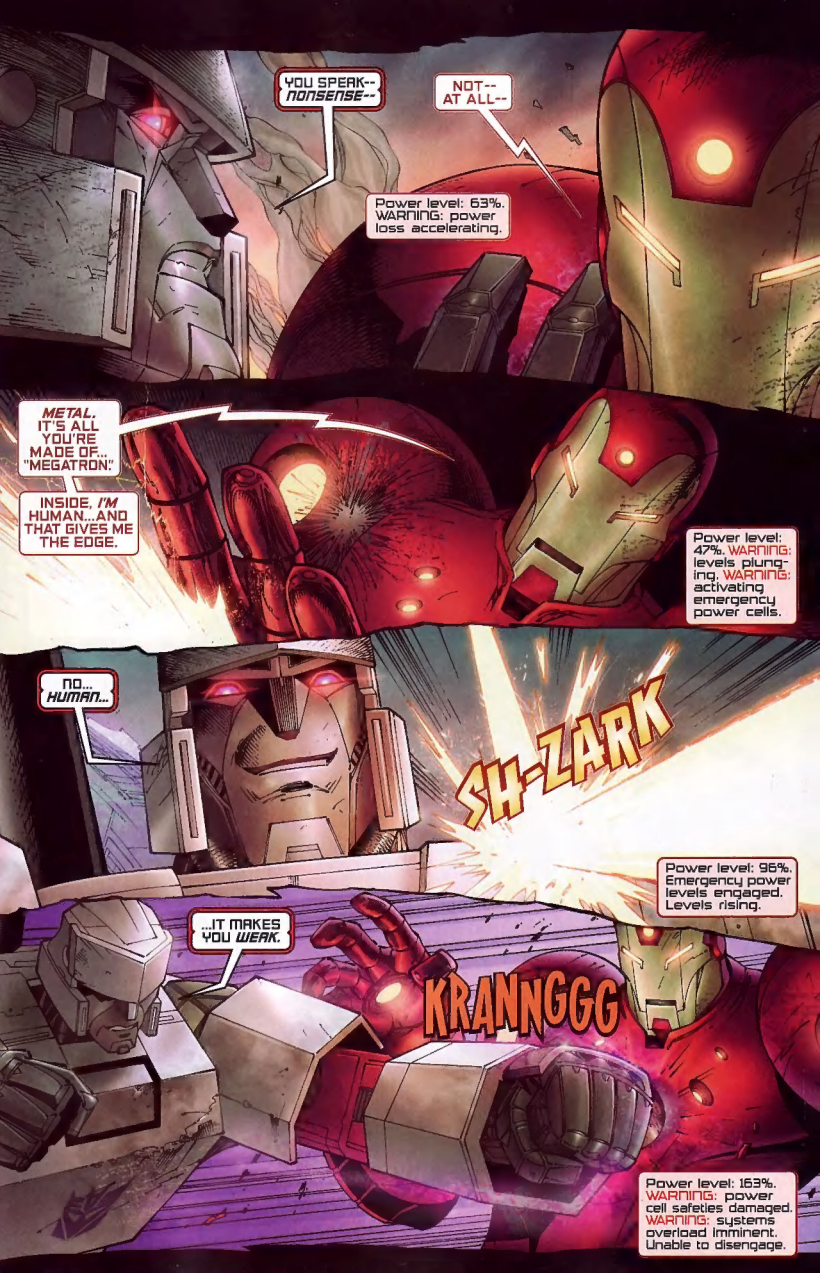
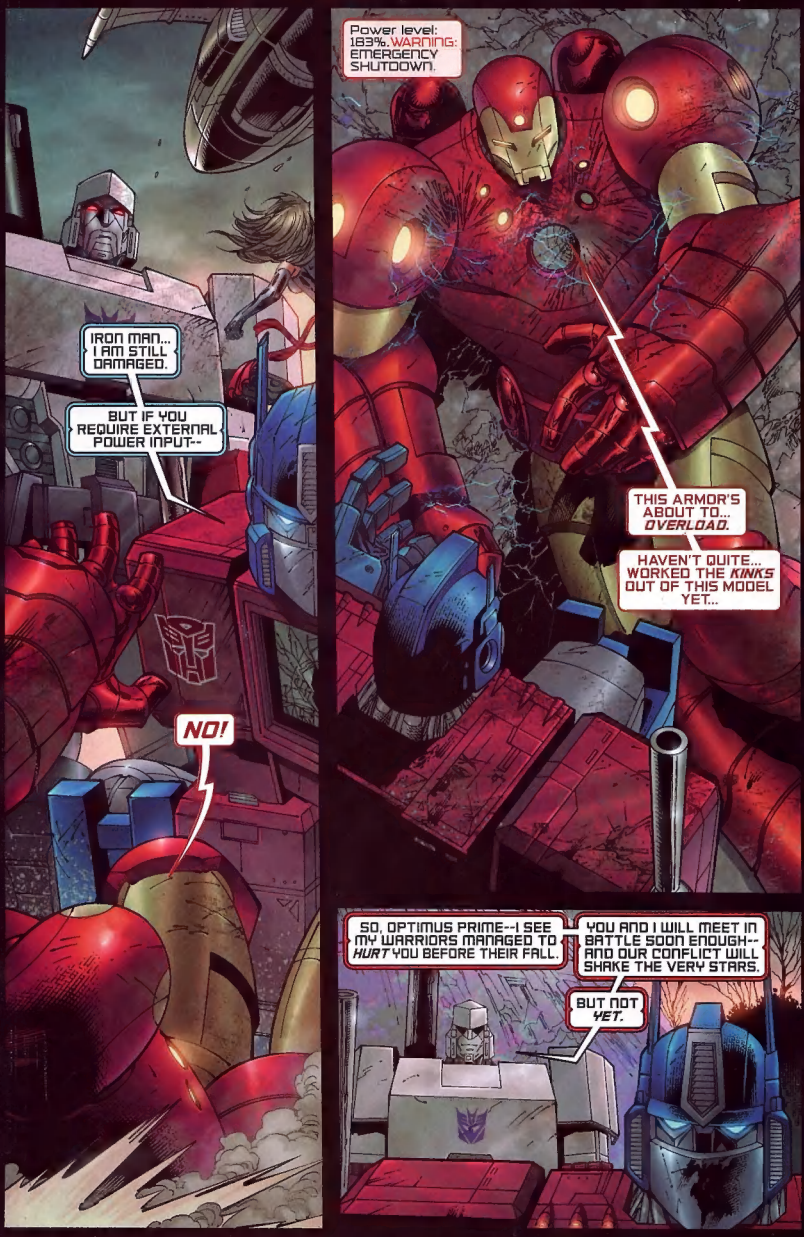
HUH?
HEADS UP, CRANKSHAFT!
NAP TIME'S OVER--AND I'VE HAD ENOUGH OF THIS ROBO-DAY CARE CENTER!
ZZZZZTTTT
HEY!
WHAAAM
JEEZ, DOOM!
I APPRECIATE YOU TAKING OUT THE GIANT ROBOT LACKEY AND ALL...
...BUT COULD YOU WATCH YOUR AIM?
DOOM WATCHES ALL, INSECT. HE LEAVES NOTHING TO CHANCE.

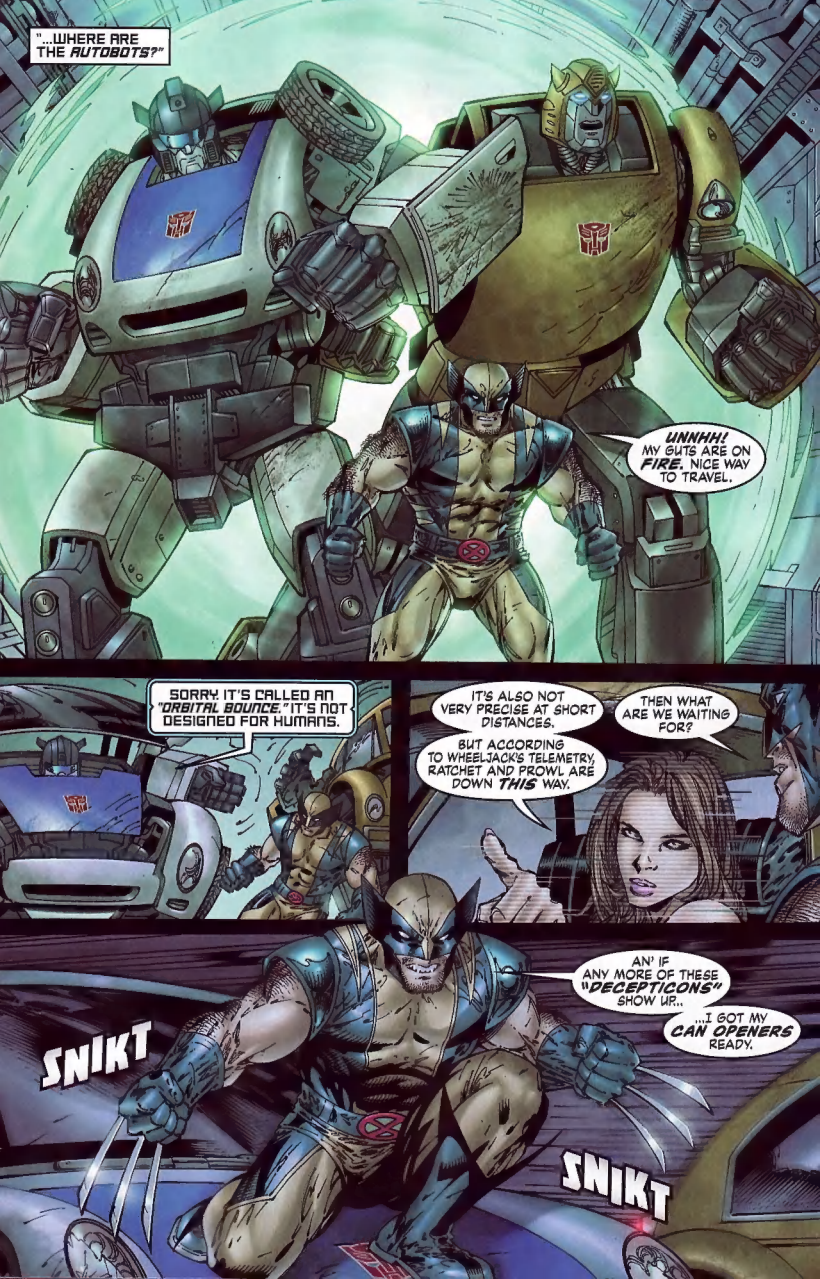
OKAY, NOW I'M OFFICIALLY CONFUSED. ANYBODY GOT A GIANT ROBOT SCORE-CARD...?
UHHHH...
SPIDER-MAN...? MY FELLOW OFFICER AND I ARE...AUTOBOTS...
...ENEMIES OF MEGATRON.
WE ENTERED THIS PLACE...TO RESCUE YOU...AND TO DESTROY THE PSYCHO-PRISM...
RIGHT. THAT CRYSTAL THING THAT'S POWERING THE AGGRESSION WAVE.
WHERE IS MEGATRON, ANYWAY?
OUTSIDE, WHERE HE IS USING HIS NEWFOUND POWER TO SLAUGHTER YOUR COMRADES.
HOW ABOUT YOU? ARE YOU ROOTING FOR HIM NOW--OR AGAINST HIM?
DOOM DOES NOT EXPLAIN HIS ACTIONS.
DOOM SERVES HIS NEEDS--AND HIS PEOPLE'S--ACCORDING TO HIS OWN CODE OF HONOR.
SYSTEMS...REGENERATING... I BELIEVE WE CAN STOP MEGATRON, SPIDER-MAN.
BUT I MUST HESITANTLY ASK YOUR ASSISTANCE--AND YOUR FURTHER SACRIFICE.
GREAT.
WHY DO THE WORDS "SPIDER-MAN" AND "SACRIFICE" ALWAYS APPEAR TOGETHER...?

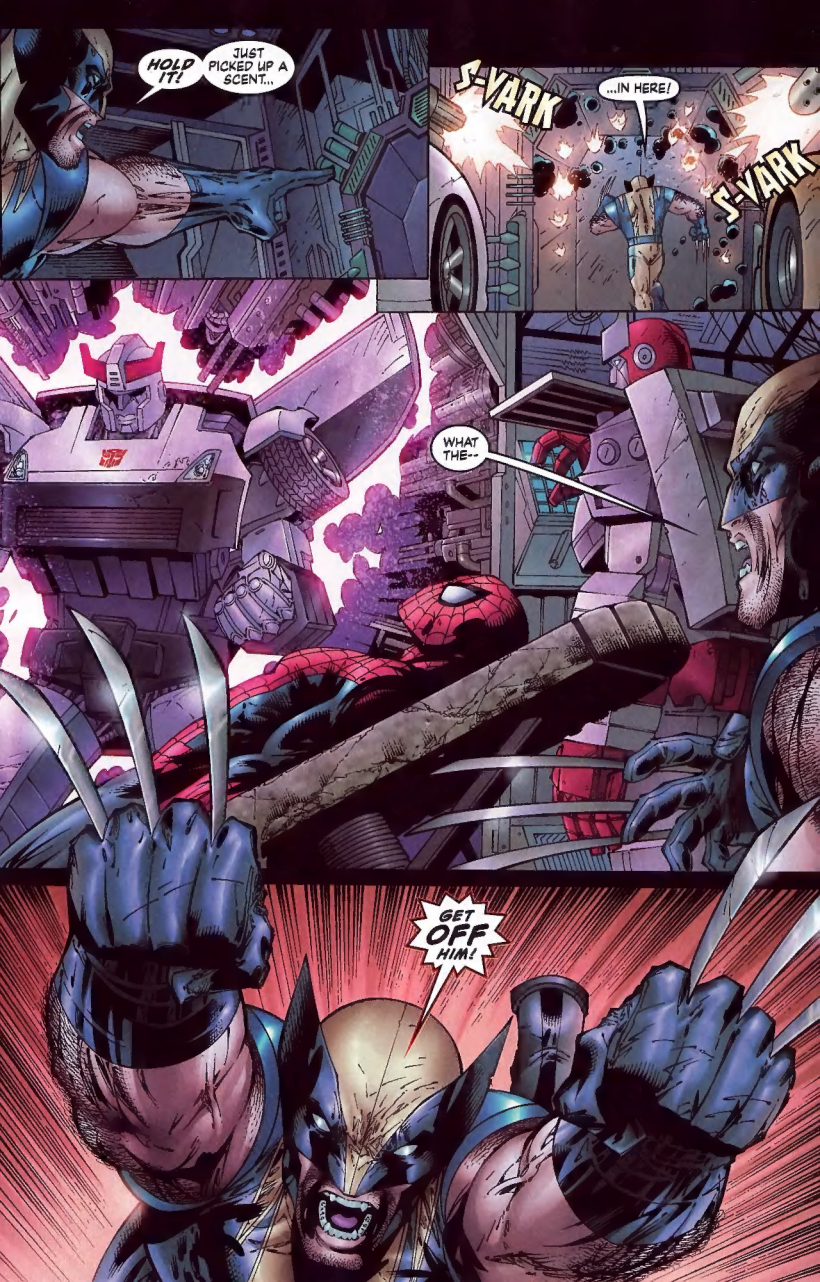

THAT'S IT.
YOU KNOW, NORMALLY I PREFER HOUSE MUSIC...
Power level: 87%.
...BUT WHO SAYS METAL'S DEAD?!
KA-LAAANNG
Power level: 84%. WARNING: Levels dropping.


YOU SPEAK--
NONSENSE--
NOT--
AT ALL--
Power level: 63%. WARNING: power loss accelerating.
METAL. IT'S ALL YOU'RE MADE OF... "MEGATRON."
INSIDE, *I'M* HUMAN...AND THAT GIVES ME THE EDGE.
Power level: 47%. WARNING: levels plunging. WARNING: activating emergency power cells.
NO... *HUMAN...*
SH-ZARK
Power level: 95%. Emergency power levels engaged. Levels rising.
...IT MAKES YOU *WEAK.*
KRANNGGG
Power level: 163%. WARNING: power cell safeties damaged. WARNING: systems overload imminent. Unable to disengage.


IRON MAN... I AM STILL DAMAGED.
BUT IF YOU REQUIRE EXTERNAL POWER INPUT--
NO!
Power level: 183%. WARNING: EMERGENCY SHUTDOWN.
THIS ARMOR'S ABOUT TO... OVERLOAD.
HAVEN'T QUITE... WORKED THE KINKS OUT OF THIS MODEL YET...
SO, OPTIMUS PRIME--I SEE MY WARRIORS MANAGED TO HURT YOU BEFORE THEIR FALL.
YOU AND I WILL MEET IN BATTLE SOON ENOUGH-- AND OUR CONFLICT WILL SHAKE THE VERY STARS.
BUT NOT YET.

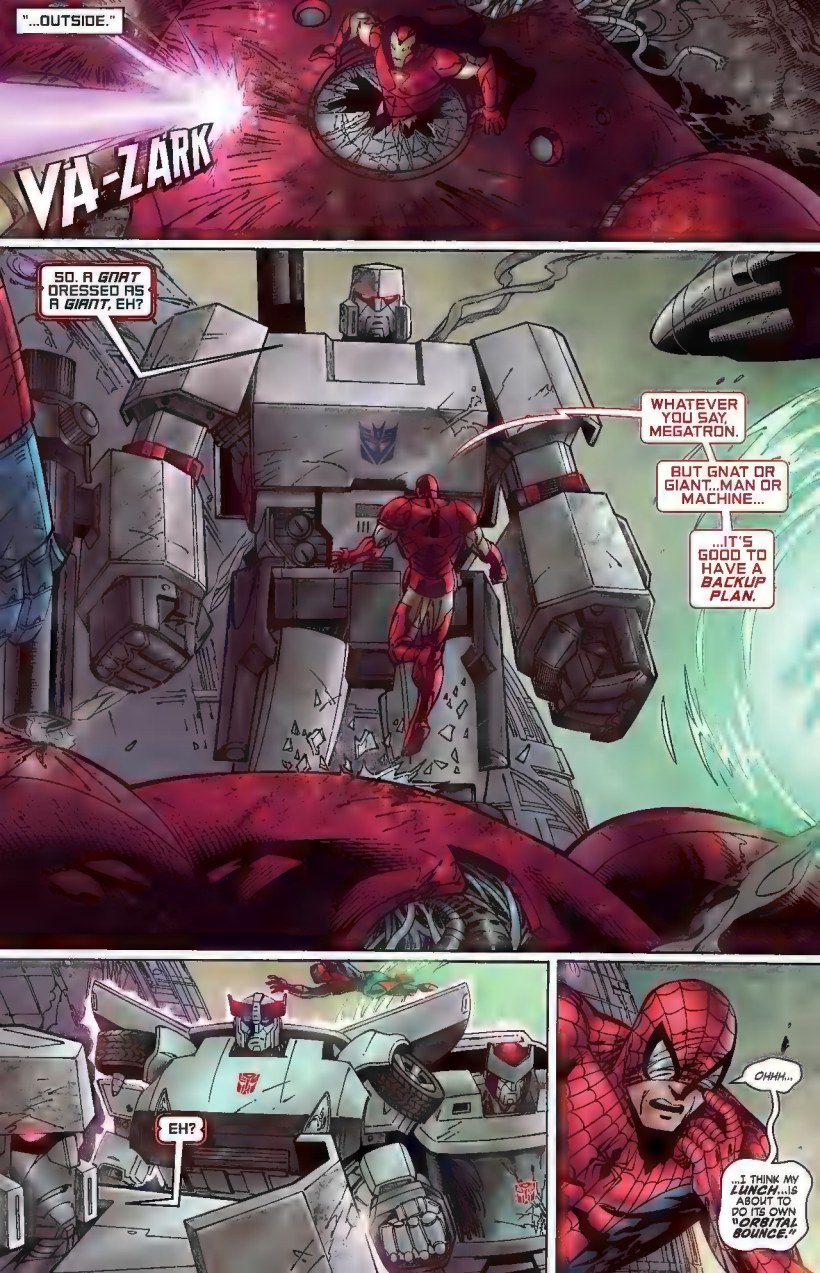
FIRST THINGS FIRST.
AND NOW--
HOLD!
OPTIMUS PRIME--
YOUR SOLDIERS...

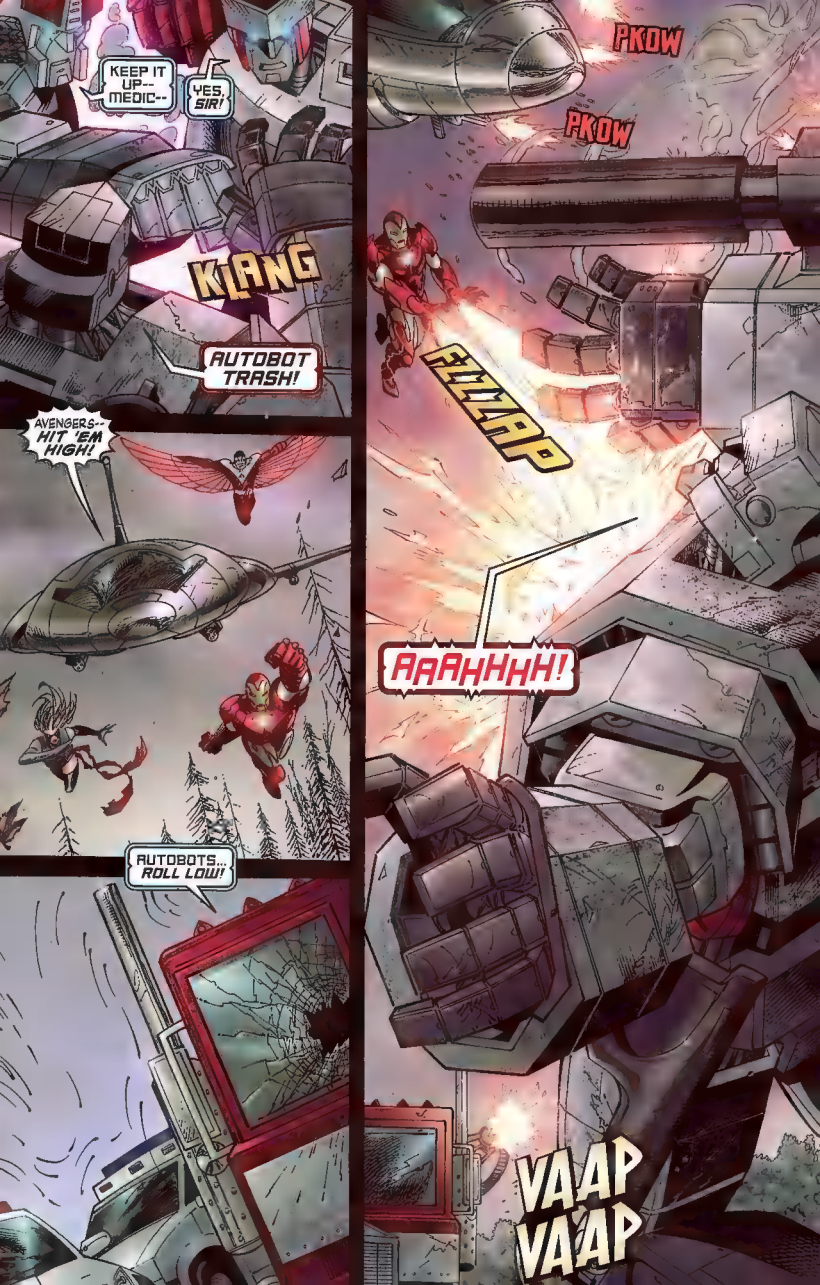

"...WHERE ARE THE AUTOBOTS?"
UNNHH! MY GUTS ARE ON FIRE. NICE WAY TO TRAVEL.
SORRY. IT'S CALLED AN "ORBITAL BOUNCE." IT'S NOT DESIGNED FOR HUMANS.
IT'S ALSO NOT VERY PRECISE AT SHORT DISTANCES.
BUT ACCORDING TO WHEELJACK'S TELEMETRY, RATCHET AND PROWL ARE DOWN THIS WAY.
THEN WHAT ARE WE WAITING FOR?
AN' IF ANY MORE OF THESE "DECEPTICONS" SHOW UP..
...I GOT MY CAN OPENERS READY.
SNIKT
SNIKT


HOLD IT!
JUST PICKED UP A SCENT...
S-VARK
...IN HERE!
S-VARK
WHAT THE--
GET OFF HIM!

WOLVERINE! HOLD IT!
THWIP
I APPRECIATE THE ASSIST, BUDDY--AND I ADMIT I'M STILL PRETTY WEAK, BUT I VOLUNTEERED FOR THIS.
THE ONLY WAY TO STOP MEGATRON IS TO USE HIS OWN POWER-CHARGING PROCESS AGAINST HIM.
THAT MEANS USING MY BLOOD TO BOOST THESE GUYS' STRENGTH!
YOUR ALLY--WHO IS NOT AS INTELLIGENT AS HE THINKS HE IS--IS ESSENTIALLY CORRECT.
DOOM... WE GOT UNFINISHED BUSINESS, YOU AN' ME.
HUMANS--PLEASE!
WE MUST BEGIN THE PROCEDURE... ENHANCE THE ENERGON-LIKE SUBSTANCE IN SPIDER-MAN'S BLOOD...
HIS BLOOD...OR MINE.
RIGHT?
BLOOD ANOMALIES: MUTANT X-FACTOR RAPID HEALING

TEN MINUTES LATER...
THANK YOU, HUMAN. YOU MAY HAVE JUST SAVED US ALL.
PEACHY.
BY CYBERTRON... THE *POWER!*
SHOULD WE CHARGE UP AS WELL?
NO, JAZZ. THERE'S NO TIME.
YOU TWO MUST DESTROY THE PSYCHO-PRISM. I CAN TELL YOU WHERE IT IS--
YOU WON'T FIND IT.
MEGATRON HAD IT MOVED.
BUT DOOM CAN LEAD YOU TO IT.
COME.
AH, WHAT THE HELL...
BUMBLEBEE AND JAZZ, GO WITH OUR NEW ALLY!
RATCHET AND I WILL RENDEZVOUS WITH YOU LATER...


"...OUTSIDE."
VA-ZARK
SO. A GNAT DRESSED AS A GIANT, EH?
WHATEVER YOU SAY, MEGATRON.
BUT GNAT OR GIANT...MAN OR MACHINE...
...IT'S GOOD TO HAVE A BACKUP PLAN.
EH?
OHHH...
...I THINK MY LUNCH...IS ABOUT TO DO ITS OWN "ORBITAL BOUNCE."


KEEP IT UP--- MEDIC--
YES, SIR!
KLANG
AUTOBOT TRASH!
AVENGERS-- HIT 'EM HIGH!
AUTOBOTS... ROLL LOW!
PKOW
PKOW
FZZZAP
AAAHHHH!
VAAP
VAAP

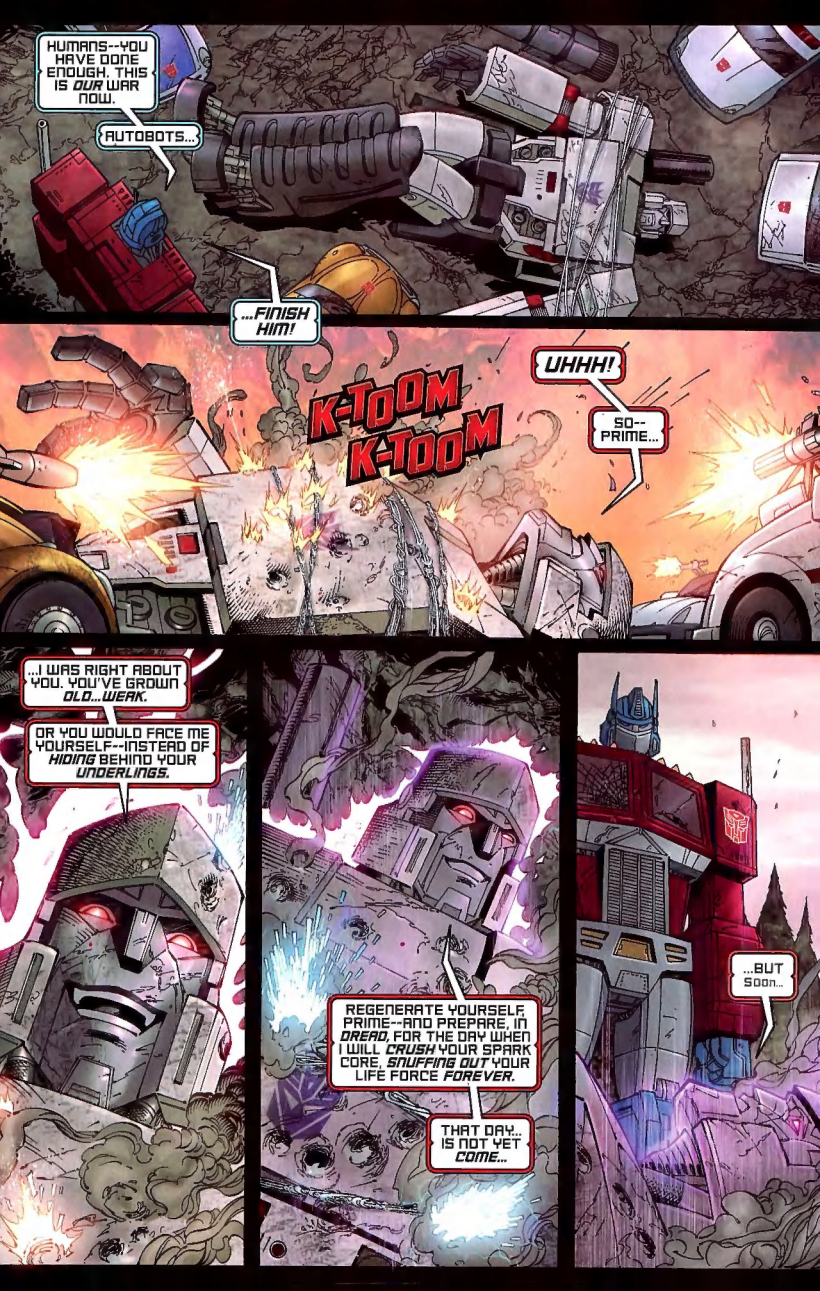
KWAAAM
WHAT? WHO'S--?
RAMJET!
I SUPPOSE *YOU* WANT THE PSYCHO-PRISM, TOO?
TRUST ME, BUB...
...HE AIN'T GETTIN' IT.
SNIKT
AH, THE LITTLE MONARCH. I SEE YOUR LOYALTIES HAVE CHANGED AGAIN.
I THINK I'LL FOLLOW YOUR LEAD, THIS TIME. AFTER ALL...
...IF MEGATRON'S PLAN SHOULD FAIL *TODAY*--THEN SOMEDAY *SOON*...
...PERHAPS IT WILL BE *MY* TURN TO LEAD THE DECEPTICONS.

SHOULD WE GO AFTER HIM?
NO TIME. WE'VE GOT EIGHTEEN MINUTES LEFT TO STOP THE HUMAN WAR.
YOU GUYS CAN DEBATE THIS TILL THE NEXT TRACTOR-PULL IF YOU WANT...
...I'M TAKIN' THIS BAD BOY OUT!
KA-REESH
THAT STOPPED THE AGGRESSION WAVE--BUT I THINK THIS WHOLE PLACE IS ABOUT TO COME DOWN.
LET'S MOVE!
RRUMMBLE
NONE OF THEM UNDERSTAND.
DOOM'S GLORY...DOOM'S BURDEN...DOOM'S GENIUS.
NO MAN...NO MACHINE...
...SHALL TAKE THAT AWAY!

THE POWER-- STILL BURNS.
I--
VAAP VAAP
B-KOOM
THE ARRAY!
THE PSYCHO-PRISM HAS BEEN DESTROYED. WITHOUT IT--THIS BATTLE SERVES NO PURPOSE.
IT WILL DRAIN THE LAST OF MY ADDED STRENGTH, BUT--
UUHHH!
DECEPTICONS! HOME IN ON MY RESONANT SIGNATURE...

"...AND EXECUTE EMERGENCY WARP-OUT PROTOCOL!"
"THE LATVERIAN PROJECT IS HEREBY..
"...TERMINATED!"
YOU'VE COST ME A VICTORY, HUMANS--AND MUCH MORE. AN EMERGENCY WARP-OUT WILL DRAIN THE DECEPTICONS' ENERGY RESERVES FOR MANY STELLAR-CYCLES.
BUT BEFORE I, TOO, DEPART THIS PLACE OF ROTTING MEAT--I WILL SEE YOU PAY FOR--
HEY, MEGS!
THWIP

YOU MAY HAVE STOLEN MY RADIOACTIVE BLOOD...
...BUT CAN YOU SWING FROM A THREAD?
TAKE A LOOK OVER-HEAD!
UHHHH!
AND JUST TO BACK UP MY BOY IN THE SKY..
...HERE'S THE WORD FROM DOWN HERE ON THE STREET!
KLANG


HUMANS--YOU HAVE DONE ENOUGH. THIS IS *OUR* WAR NOW.
AUTOBOTS...
...FINISH HIM!
K-TOOM K-TOOM
UHHH!
SO-- PRIME...
...I WAS RIGHT ABOUT YOU. YOU'VE GROWN *OLD...WEAK.*
OR YOU WOULD FACE ME YOURSELF--INSTEAD OF *HIDING* BEHIND YOUR *UNDERLINGS.*
REGENERATE YOURSELF, PRIME--AND PREPARE, IN *DREAD,* FOR THE DAY WHEN I WILL, *CRUSH* YOUR SPARK CORE, *SNUFFING OUT* YOUR LIFE FORCE *FOREVER.*
THAT DAY... IS NOT YET *COME...*
...BUT SOON...

SO WHAT ABOUT DOOM?
HE WAS INSIDE WITH US. I DIDN'T SEE HIM GET OUT.
I SEVERELY DOUBT A HUMAN COULD HAVE SURVIVED THAT...
WITH DOOM, YOU NEVER KNOW.
JUST RECEIVED A S.H.I.E.L.D. UPDATE. WITH THE AGGRESSION WAVE DESTROYED, SYMKARIA CALLED OFF THEIR ATTACK.
THE ENGINES OF WAR ARE QUIET AGAIN...FOR NOW.
SO THE EMERGENCY IS OVER?
YES, BUT S.H.I.E.L.D. WANTS A COMPLETE DEBRIEFING--BOTH US, AND THE...
...ROBOTS?

LATER. ARK-19, THE AUTOBOTS' COMMAND SHIP.
SO--ANY NEW DECEPTICONS?
RAMJET HAS ARRIVED ON EARTH.
LOOKS LIKE THE "AUTOBOTS" ARE BACK IN HIDING.
WHERE DO YOU SUPPOSE THEY LAY LOW? BUS TERMINALS?
...SQUARE-CUBE LAW. DIMINISHING POWER RE-SERVES...
...HOW MUCH BIGGER COULD I BUILD IT?
HE'S THE ONLY ONE WE SAW...
SWEET DESIGN ON THE HUMANS' SHIP. LOOKS ALMOST...
HUH. QUINJET'S A LITTLE... SLUGGISH...
SMELLS FUNNY, TOO.
...CYBERTRONIAN?
NAH.
NO WAY...
THE END?